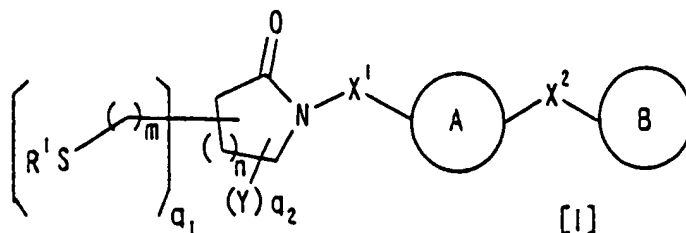


In the Claims

**Please cancel claims 7, 8, 10 and 17 without prejudice to the filing of future continuing applications.**

**Please substitute the following claims 1, 3 and 13-16 for the pending claims 1, 3 and 13-16.**

1. (Currently Amended) A compound represented by Formula:



wherein ring A and ring B may be same or different and each is an optionally substituted homocyclic or heterocyclic ring,

wherein the substituents on ring A and ring B may be bound to each other and taken together with ring A, ring B and  $X^2$  to form a condensed ring,

each  $R^1$  may be same or different and is a hydrogen atom, an optionally substituted hydrocarbon group, an acyl group, an optionally substituted heterocyclic group or  $SR^2$ ,

(wherein  $R^2$  is a hydrogen atom, an optionally substituted hydrocarbon group, an acyl group or an optionally substituted heterocyclic group),

$X^1$  is a bond, an optionally substituted divalent  $C_{1-3}$  aliphatic hydrocarbon group or  $-NR^3-$ ,

(wherein  $R^3$  is a hydrogen atom, an optionally substituted hydrocarbon group or an acyl group),

$X^2$  is a bond, an optionally substituted divalent  $C_{1-3}$  aliphatic hydrocarbon group,

$-NR^4-$  ~~(wherein  $R^4$  is a hydrogen atom, an optionally substituted~~

~~hydrocarbon group or an acyl group~~), -O- or -S(O)<sub>p</sub>- ,

wherein R<sup>4</sup> is a hydrogen atom, an optionally substituted

hydrocarbon group or an acyl group,

{ and wherein p is 0, 1 or 2),

each Y may be same or different and is a hydrogen atom, an optionally substituted hydrocarbon group, a halogen atom, a carboxyl group, an acyl group, an optionally substituted hydroxy group, an optionally substituted amino group, SR<sup>5</sup> (~~wherein R<sup>5</sup> is a hydrogen atom, an optionally substituted hydrocarbon group, an acyl group or an optionally substituted heterocyclic group~~), an oxo group, a thioxo group, an optionally substituted imino group, a nitro group or a cyano group,

wherein R<sup>5</sup> is a hydrogen atom, an optionally substituted

hydrocarbon group, an acyl group or an optionally

substituted heterocyclic group,

each m may be same or different and is 0 or 1,

n is ~~an integer of 1 to 3~~,

q<sub>1</sub> is an integer of 1 to 2n+4,

q<sub>2</sub> is an integer of 0 to 2n+3,

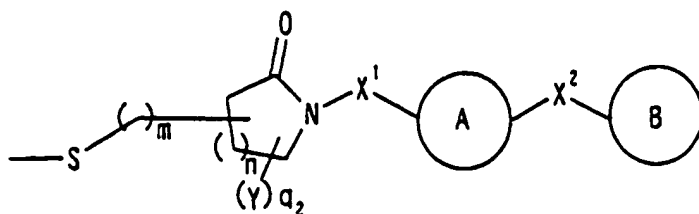
and the sum of q<sub>1</sub> and q<sub>2</sub> is 2n+4,

provided that when ring B is a nitrogen-containing heterocyclic ring then X<sup>2</sup> binds to a position capable of being substituted except for a nitrogen atom on ring B, or a salt thereof.

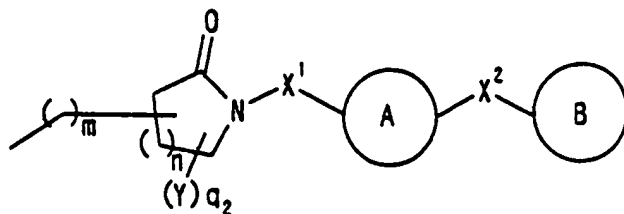
2. (Original) A compound according to Claim 1 wherein each of ring A and ring B is an optionally substituted benzene ring.

3. (Currently Amended) A compound according to Claim 1 wherein each  $R^1$  may be same or different and is a hydrogen atom, an optionally substituted lower alkyl group,  $-(C=O)-R^6$  ~~(wherein  $R^6$  is a hydrogen atom, an optionally substituted hydrocarbon group, an optionally substituted amino group or an optionally substituted hydroxy group)~~ or  $SR^2$  wherein  $R^6$  is a hydrogen atom, an optionally substituted hydrocarbon group, an optionally substituted amino group or an optionally substituted hydroxy group and (wherein  $R^2$  has a meaning defined in Claim 1).

4. (Original) A compound according to Claim 1 wherein each  $R^1$  may be same or different and is represented by Formula:



wherein each symbol has a meaning defined in Claim 1, or by formula:



wherein each symbol has a meaning defined in Claim 1.

5. (Original) A compound according to Claim 1 wherein  $X^1$  is an optionally substituted methylene group.

6. (Original) A compound according to Claim 1 wherein  $X^2$  is  $-O-$ .

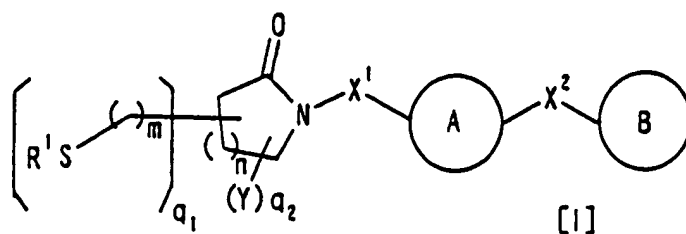
7. (Cancelled)

8. (Cancelled)

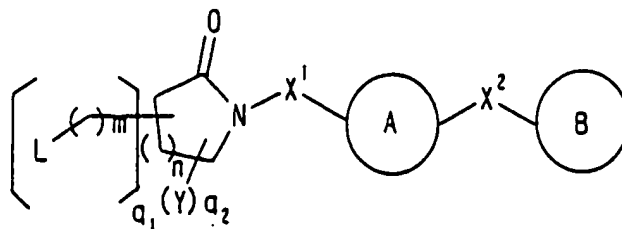
9. (Original) A compound according to Claim 1 wherein  $m$  is 0.

10. (Cancelled)

11. (Original) A method for producing a compound represented by Formula:



wherein each symbol has a meaning defined in Claim 1 or a salt thereof, comprising reacting a compound represented by Formula:

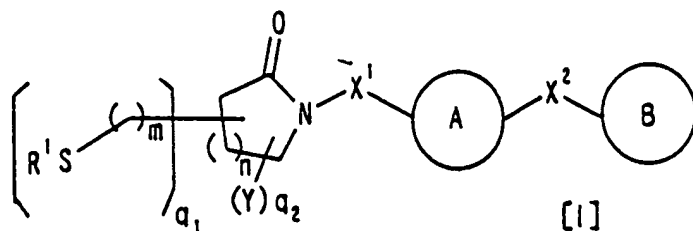


wherein L is a leaving group and each of other symbols has a meaning defined in Claim 1 or a salt thereof with a compound represented by Formula:

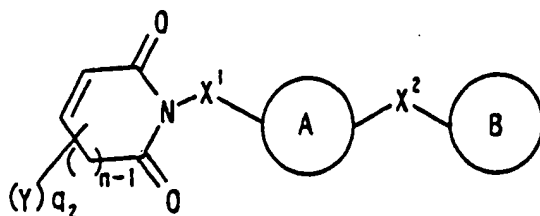


wherein  $R^1$  has a meaning defined in Claim 1 or a salt thereof.

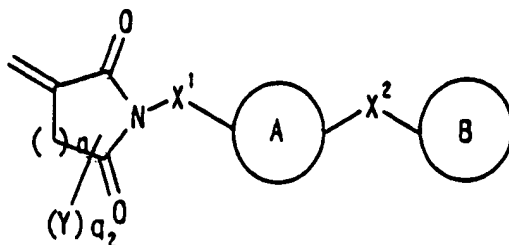
12. (Original) A method for producing a compound represented by Formula:



wherein each symbol has a meaning defined in Claim 1 or a salt thereof, comprising reacting a compound represented by Formula:



wherein each symbol has a meaning defined in Claim 1 or a salt thereof, or a compound represented by Formula:

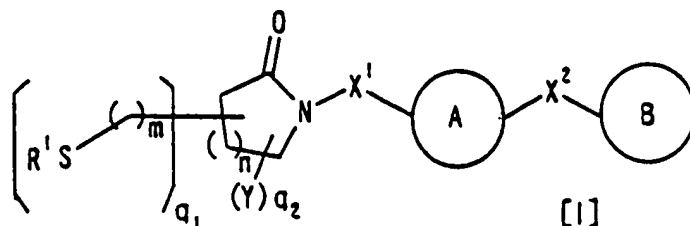


wherein each symbol has a meaning defined in Claim 1 or a salt thereof, with a compound represented by Formula:



wherein R<sup>1</sup> has a meaning defined in Claim 1 or a salt thereof.

13. (Currently Amended) A pharmaceutical composition comprising a compound represented by Formula:



wherein ring A and ring B may be same or different and each is an optionally

substituted homocyclic or heterocyclic ring,

wherein the substituents on ring A and ring B may be bound to each other

and taken together with ring A, ring B and X<sup>2</sup> to form a condensed

ring,

each R<sup>1</sup> may be same or different and is a hydrogen atom, an optionally substituted

hydrocarbon group, an acyl group, an optionally substituted heterocyclic

group or SR<sup>2</sup>

(wherein R<sup>2</sup> is a hydrogen atom, an optionally substituted

hydrocarbon group, an acyl group or an optionally substituted

heterocyclic group),

X<sup>1</sup> is a bond, an optionally substituted divalent C<sub>1-3</sub> aliphatic hydrocarbon group or

-NR<sup>3</sup>- (wherein R<sup>3</sup> is a hydrogen atom, an optionally substituted hydrocarbon

group or an acyl group), X<sup>2</sup> is a bond, an optionally substituted divalent C<sub>1-3</sub>

aliphatic hydrocarbon group, -NR<sup>4</sup>- ~~(wherein R<sup>4</sup> is a hydrogen atom, an~~

~~optionally substituted hydrocarbon group or an acyl group)~~, -O- or

-S(O)<sub>p</sub>-

wherein R<sup>4</sup> is a hydrogen atom, an optionally substituted

hydrocarbon group or an acyl group,

and (wherein p is 0, 1 or 2),

each Y may be same or different and is a hydrogen atom, an optionally substituted

hydrocarbon group, a halogen atom, a carboxyl group, an acyl group, an

optionally substituted hydroxy group, an optionally substituted amino group,

SR<sup>5</sup> (~~wherein R<sup>5</sup> is a hydrogen atom, an optionally substituted~~

~~hydrocarbon group, an acyl group or an optionally substituted~~

~~heterocyclic group~~), an oxo group, a thioxo group, an optionally substituted

imino group, a nitro group or a cyano group,

wherein R<sup>5</sup> is a hydrogen atom, an optionally substituted

hydrocarbon group, an acyl group or an optionally

substituted heterocyclic group,

each m may be same or different and is 0 or 1,

n is ~~an integer of 1 to 3~~,

q<sub>1</sub> is an integer of 1 to 2n+4,

q<sub>2</sub> is an integer of 0 to 2n+3,

and the sum of q<sub>1</sub> and q<sub>2</sub> is 2n+4

or a salt thereof

and a pharmaceutically acceptable carrier.



14. (Currently Amended) A matrix metalloprotease inhibitor comprising a **compound composition** according to Claim 13 or a salt thereof.

15. (Currently Amended) A prophylactic and therapeutic agent against osteoarthritis, rheumatoid arthritis, osteoporosis, cancer, periodontosis or corneal ulcer comprising a **compound composition** according to Claim 13 or a salt thereof.

16. (Original) A method for preventing and treating osteoarthritis, rheumatoid arthritis, osteoporosis, cancer, periodontosis or corneal ulcer comprising administering a **compound composition** according to Claim 13 or a salt thereof.

17. (Cancelled)